



St. Louis Southwestern Railway Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1757

RECORDATION NO. 9179 FILED 1425

FEB 9 1993 10:15 AM

February 1, 1993

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 9179 FILED 1425

FEB 9 1993 10:15 AM

RE: I.C.C. Finance Docket No. 28627 --
St. Louis Southwestern Railway Company
Equipment Trust Agreement, Series F INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of Title 49, United States Code, Section 11303 are an original and four (4) fully executed counterparts of a Declaration of Full Payment, dated as of February 1, 1993, to Equipment Trust Agreement dated as of January 1, 1978, creating St. Louis Southwestern Railway Company Equipment Trust, Series F, a secondary document, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of January 1, 1978, recorded on January 16, 1978, at 1:30 PM, assigned Recordation No. 9179;

First Supplement to Equipment Trust Agreement dated as of December 1, 1978, recorded on December 21, 1978, at 2:40 PM, assigned Recordation No. 9179-A;

Second Supplement to Equipment Trust Agreement dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 9179-B;

Assignment and Transfer of Certain Road Equipment dated as of April 15, 1987, recorded on May 8, 1987, at 10:35 AM, assigned Recordation No. 9179-C;

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a Southern Pacific subsidiary

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Third Supplement to Equipment Trust Agreement dated as of May 13, 1988, recorded on May 24, 1988, at 3:10 PM, assigned Recordation No. 9179-D;

Fourth Supplement to Equipment Trust Agreement dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 9179-F;

Assignment and Transfer of Certain Road Equipment dated as of August 31, 1988, recorded on September 13, 1988, at 3:05 PM, assigned Recordation No. 9179-G;

Fifth Supplement to Equipment Trust Agreement dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 9179-H;

Assignment and Transfer of Certain Road Equipment dated as of July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned Recordation No. 9179-I;

Assignment and Transfer of Certain Road Equipment dated as of September 30, 1991, recorded on November 18, 1991, at 3:40 PM, assigned Recordation No. 9179-J; and

Assignment and Transfer of Certain Road Equipment dated as of September 15, 1992, recorded on September 21, 1992, at 10:30 AM, assigned Recordation No. 9179-K.

In connection with the recording of the Declaration of Full Payment, dated as of February 1, 1993, to the Equipment Trust Agreement dated as of January 1, 1978, the following information is set forth:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A. (formerly First Pennsylvania
Bank, N.A.)
510 Walnut Street
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

St. Louis Southwestern Railway Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

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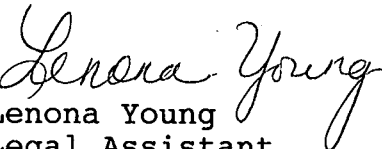
Also enclosed is a check in the amount of \$16 to cover the required recordation fees.

When the recording of the Declaration has been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

A short summary of the enclosed document to appear in the Commission's index is:

Declaration of Full Payment dated as of February 1, 1993
executed by CoreStates Bank, N.A., as Trustee, covering
locomotives and railcars.

Very truly yours,


Lenora Young
Legal Assistant

Enclosures

RECORDATION NO. 9172-411 FILED 1425

FEB 9 1993 10:15 AM

INTERSTATE COMMERCE COMMISSION

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

EQUIPMENT TRUST

SERIES F

ASSIGNMENT AND TRANSFER OF RAILROAD EQUIPMENT

Dated as of February 1, 1993

CORESTATES BANK, N.A.

- TO -

ST. LOUIS SOUTHWESTERN RAILWAY COMPANY

ASSIGNMENT AND TRANSFER OF RAILROAD EQUIPMENT, dated as of this first day of February, 1993, by CORESTATES BANK, N.A. (formerly known as First Pennsylvania Bank, N.A.), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement (hereinafter called the "Trustee"), to ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of January 1, 1978, by and between the Trustee and Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "St. Louis Southwestern Railway Company Equipment Trust, Series F," pursuant to which the Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, the Trustee and Company have entered into supplements to said Equipment Trust Agreement, which are dated, respectively, as of December 1, 1978, April 15, 1987, May 13, 1988, August 31, 1988, and July 10, 1989.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, as supplemented, including all payments required of it to be made, said payments having furnished monies sufficient to meet, discharge and cancel all of the interests in St. Louis Southwestern Railway Company Equipment Trust, Series F, created in respect of said equipment, and the dividends thereon, as well as all other payments and charges of whatsoever nature, so

that the said Equipment Trust Agreement, as supplemented, and lease of railroad equipment thereunder, have terminated; and

WHEREAS, it is provided in the said Equipment Trust Agreement that at the termination thereof the said equipment leased thereunder should be assigned and transferred by the Trustee to the Company and should become the absolute property of the Company;

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the equipment which is at the date hereof covered by the Equipment Trust Agreement, as supplemented, and all rights and claims to receive or collect insurance monies or other compensation now or at any time hereafter payable by any person on account of the loss, injury, or destruction of any of the said equipment or of any other equipment at any time subject to the said Equipment Trust Agreement, as supplemented. The equipment at the date hereof covered by the said Equipment Trust Agreement, as supplemented, is more particularly described in Appendix A annexed hereto and made a part hereof. (But this enumeration shall not be construed to limit the generality of this assignment.)

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted,

executed or suffered, and that neither it nor its successors or assigns will do, commit, execute or suffer, any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and for its corporate act and deed, to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, as supplemented, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 5th day of February, 1993.

CORESTATES BANK, N.A., Trustee

By CWud
Corporate Trust Officer

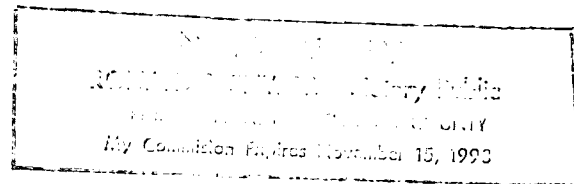
ATTEST:

AA Bushaw
~~Assistant Secretary~~
ASSISTANT VICE PRESIDENT
†

COMMONWEALTH OF PENNSYLVANIA)
)
CITY AND COUNTY OF PHILADELPHIA)

On this 5th day of February, 1993, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Ronald E Snyder
Notary Public



ST. LOUIS SOUTHWESTERN R.R. COMPANY

APPENDIX A - TRUST F

Current Numbers

25 - 3000 H.P. Diesel Freight Locomotives
SSW 7628 - 7642
7644 - 7645
7647 - 7649
7651 - 7655

10 - 3000 H.P. Diesel Freight Locomotives
SSW 8322 - 8326
8372 - 8376

0 - 2000 H.P. Locomotives

17 - 70 Ton Box Cars
SSW 65200 - 65216

2 - 70 Ton Box Cars (4th Suppl)
SSW 49813
49815

3 - 70 Ton Box Cars (4th Suppl)
SSW 49820
49832
49834

3 - 70 Ton Box Cars (4th Suppl)
SSW 52003 - 52004
52012

2 - 100 Ton Box Cars (5th Suppl)
SSW 56701
56703

ST. LOUIS SOUTHWESTERN R.R. COMPANY

APPENDIX A - TRUST F

Current Numbers

6 - 70 Ton Box Cars (5th Suppl)
SSW 52010
52019
52045 - 52046
52051
52057

1 - 70 Ton Box Car (5th Suppl)
SSW 52000

69

Issued by Accounting Department
San Francisco, California 94105